

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Management Development and Compensation Committee Charter

Updated September 12, 2018

A. Purpose

The purpose of the Management Development and Compensation Committee (the "**Committee**") is to assist the Board of Directors (the "**Board**") in the discharge of its responsibilities relating to compensation of the Company's executive officers and the oversight of management development for the Company.

B. Structure and Membership

1. **Number.** The Committee shall consist of at least two members of the Board.
2. **Independence.** Except as otherwise permitted by the applicable Nasdaq rules, each member of the Committee shall be an "independent director" as defined by the applicable Nasdaq rules, and shall satisfy the more rigorous independence rules for members of the Committee in accordance with any applicable Nasdaq rules. Each member of the Committee shall qualify as a "non-employee" director under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").
3. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Committee members shall be as determined by the Board.
5. **Selection and Removal.** Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from the Committee at any time, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with the purposes of the Committee, the Company's Corporate Governance Guidelines adopted by the Board, the Company's bylaws, and applicable Nasdaq rules.

Compensation Matters

1. **Executive Officer Compensation.** The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "**CEO**") and the Company's other executive officers, including: salary, bonus and incentive compensation; deferred compensation; executive

perquisites; equity compensation (including awards to induce employment); change-in-control benefits; and other forms of executive officer compensation. The Committee or the Board, as the case may be, shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, the compensation of other executive officers.

2. Employment Agreements. The Committee shall review and approve employment and severance agreements or other arrangements for the Company's executive officers, and offers of employment for executive officer roles.
3. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive compensation plans in which executive officers participate, and equity-based plans. In addition, in the case of any tax-qualified, nondiscriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company, the Committee, or the Board, shall approve such plans.
4. Administration of Plans. The Committee shall have the authority to exercise all rights, authorities and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter or a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. The Committee, or a majority of the independent directors of the Board, shall approve any inducement awards granted in reliance on the exemption from shareholder approval contained in Nasdaq Rule 5635(c)(4).
5. Risk Assessment. The Committee shall annually review and determine whether any of the Company's compensation policies and practices for employees create risks that are reasonably likely to have a material adverse effect on the Company.
6. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation. The Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.
7. Compensation Committee Report on Executive Compensation. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and recommend to the Board whether the CD&A should be included in the Company's Annual Report on Form 10-K and annual proxy statement.
8. Stockholder Votes on Executive Compensation. The Committee shall assess the results of the stockholder "say-on-pay" and "say-on-pay" frequency votes.

9. Stock Ownership Guidelines. The Committee shall review directors' and executive officers' compliance with the Company's Stock Ownership Guidelines at least annually, and shall review the Stock Ownership Guidelines from time to time as the Committee deems necessary or appropriate, and recommend any proposed changes to the Board.
10. Clawback Policy. The Committee shall administer and periodically review and approve any changes to the Company's Clawback Policy.

Management Development Matters

11. Evaluation of Senior Executives. The Committee shall be responsible for overseeing the evaluation of the Company's senior executives, including all executive officers. The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, provided that the Committee shall evaluate the Chief Executive Officer at least annually, and discuss the results of the evaluation with the Board.
12. Management Development. The Committee shall be responsible for overseeing the Company's management development program for senior executives, including all executive officers, through periodic reviews of such program to ensure that the Company is continuously developing its senior executive talent.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. Meetings and actions of the Committee shall be governed by the provisions of the bylaws of the Company concerning meetings and other actions of the Board and its committees. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act).
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
5. Advisors. The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Additional Parties. The Committee may invite to its meetings any member of management, other personnel of the Company, any other member of the Board, or any third parties, as it deems, in its sole discretion, appropriate to carry out its responsibilities.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.